

**BY-LAWS
OF
WESTFIELD ECONOMIC DEVELOPMENT COMMISSION**

ARTICLE I THE COMMISSION

Section 1 Name of Commission. The name of the Commission is the “Westfield Economic Development Commission.”

Section 2 No Seal of Commission. The Commission shall not have a seal.

Section 3 Office of Commission. The offices of the Commission shall be at the offices of the Westfield City Hall, 130 Penn St., Westfield, Indiana, but the Commission may have offices at such other places as the Commission may from time to time designate by Resolution.

ARTICLE II OFFICERS

Section 4 Officers. The officers of the Commission include a President, a Vice President and a Secretary.

Section 5 President. The President shall preside at all meetings of the Commission.
At each meeting, the President shall submit such recommendations and information as he may consider proper concerning the business, affairs and policies of the Commission.

Section 6 Vice President. The Vice President shall perform the duties of the President in the absence or incapacity of the President; and in case of the resignation or death of the President, the Vice President shall perform such duties as are imposed on the President until such time as a new President is elected.

Section 7 **Secretary.** The Secretary shall keep the records of the Commission, shall act as secretary of the meetings of the Commission and record all votes, and shall keep a record of the proceedings of the Commission in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to his office.

The Secretary shall have the care and custody of all funds of the Commission and shall deposit the same in the name of the Commission in such bank or banks as the Commission may select. The Secretary shall sign all orders and checks for the payment of money and shall pay out and disburse such moneys under the direction of the Commission. Except as otherwise authorized by resolution of the Commission, all such orders and checks shall be countersigned by the President. The Secretary shall keep regular books of accounts showing receipts and expenditures, and shall render to the Commission, at each regular meeting (or more often when requested), an account of the Secretary's transactions and also of the financial condition of the Commission.

Section 8 **Additional Duties.** The officers of the Commission shall perform such other duties and functions as may from time to time be required by the Commission or the By-Laws or Rules and Regulations of the Commission.

Section 9 **Election or Appointments.** The President, Vice President and Secretary shall be elected at the annual meeting of the Commission from among the members of the Commission, and shall hold office for one year or until their successors are elected and qualified.

Section 10 **Vacancies.** Should the office of President, Vice President or Secretary become vacant, the Commission shall elect a successor from its membership at the next regular meeting, and such election shall be for the unexpired term of said office.

ARTICLE III MEETINGS

Section 11 Annual Meeting. The annual meeting of the Commission shall be held on the second Monday of January at 6:00 p.m.

Section 12 Regular Meetings. Regular meetings may be held without notice at such times and places as may from time to time be determined by resolution of the Commission.

Section 13 Special Meetings. The President of the Commission may, when the President deems it expedient, call a special meeting of the Commission for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each member of the Commission at least two (2) days prior to the date of such special meeting. At such special meeting, no business shall be considered other than as designated in the call, but if all of the members of the Commission are present at a special meeting any and all business may be transacted at such special meeting.

A special meeting may be called at any time without notice subject to waiver in writing by every member of the Commission of the notice required above for a special meeting.

Section 14 Quorum. At all meetings of the Commission, a majority of the members of the Commission shall constitute a quorum for the purpose of transacting any and all business not excepted in other sections; provided that a similar number may meet and adjourn to some other time or until a quorum is obtained.

Section 15 Order of Business. At the regular meetings of the Commission, the following shall be the order of business:

1. Roll Call
2. Determination of Quorum

3. Reading and approval of minutes of previous meeting
4. Bills and communications
5. Reports of officers
6. Unfinished business
7. New business
8. Adjournment

Section 16 **Manner of Voting.** The voting on all questions coming before the Commission shall be by roll call, and the yeas and nays shall be entered upon the minutes of such meeting. A concurrence of a majority is necessary to authorize any action.

ARTICLE IV **OPERATION OF THE COMMISSION**

Section 1 **Rules and Regulations.** The Commission shall adopt from time to time such rules, regulations and procedures relating to the conduct of business before the Commission.

Section 2 **Approval of Rules and Regulations.** Proposals for rules, regulations or procedures, or changes therein, may be made by any member of the Commission. Any proposed rule, regulation, or procedure, or change therein, shall be mailed to each member at least thirty (30) days prior to the meeting at which it will be considered for adoption. Approval shall be by majority vote of members of the Commission.

ARTICLE V **AMENDMENTS**

Section 1 **Amendments to By-Laws.** The By-Laws of the Commission shall be amended only with the approval of all members of the Commission at a regular or a special

meeting, but no such amendment shall be adopted unless at least thirty (30) days written notice thereof has been previously given to all of the members of the Commission.

Dated: September 12, 2011

KD_3630765_2.DOCX